



ALPHA BANK

ANNOUNCEMENT OF THE PUBLICATION OF THE PROSPECTUS

The credit institution under the corporate name “ALPHA BANK S.A.” and the distinctive title “ALPHA BANK” (hereinafter the “**Bank**” or “**Alpha Bank**” or the “**Absorbing Entity**”) announces that, as of 16.06.2025, it makes available to investors the prospectus, as approved by the Board of Directors of the Hellenic Capital Market Commission at its meeting held on 16.06.2025 (the “**Prospectus**”) which has been drafted in accordance with Regulation (EU) 2017/1129, Delegated Regulations (EU) 2019/979 and 2019/980 as well as the applicable provisions of Law 4706/2020, as amended and in force, in connection to: (i) the initial listing of all the existing 51,979,992,461 common, registered, voting shares of the Bank with a nominal value of €0.09 per share (the “**Initial Shares**”) in accordance with paragraph 3.1.15.6 of the Rulebook of the Athens Exchange (the “**ATHEX**”) without commencement of trading and (ii) the listing and admission to trading on ATHEX of all 2,315,124,036 common, registered, voting dematerialised shares of the Bank with a nominal value of €0.29 per share (the “**New Shares**”) to be issued in the context of the merger by absorption of Alpha Services and Holdings S.A. (“**Absorbed Entity**” or “**Alpha Holdings**”, and together with the Absorbing Entity, the “**Merging Entities**”) by the Bank, in accordance with Article 16 of Greek Law 2515/1997 as well Articles 7 to 21 and 140 of Law 4601/2019 (the “**Reverse Merger**”) following the resolution of the Extraordinary General Meeting of the Bank dated 30.04.2025 regarding the approval of the admission to trading of the total number of shares of the Bank on the Main Market of the Regulated Market of the ATHEX (the “**Listing**”).

Reverse Merger

Alpha Bank (the Absorbing Entity) is currently engaged in reverse merger proceedings with Alpha Holdings (the Absorbed Entity). In particular, the Absorbed Entity shall be merged with the Absorbing Entity, through a merger by absorption of the Absorbed Entity by the Absorbing Entity, by way of consolidation of the assets and liabilities of the Merging Entities as depicted in the transformation balance sheets of the Merging Entities dated 31 December 2024 pursuant to the provisions of Article 16 of the Greek Law 2515/1997 and the provisions of Articles 7 to 21 and 140 of Greek Law 4601/2019. The Board of Directors of Alpha Bank and Alpha Holdings at their respective meeting that took place on 27 February 2025, approved the draft merger agreement. Upon completion of the Reverse Merger, the assets and liabilities of the Absorbed Entity will be transferred to Alpha Bank by virtue of universal succession and the shareholders of the Absorbed Entity will become shareholders of Alpha Bank.

The exchange ratio was determined by the Boards of Directors of the Merging Entities at one (1) share in the Absorbed Entity for one (1) new share in Alpha Bank.

The completion of the Reverse Merger is expected on or around 27 June 2025, subject to obtaining all necessary regulatory authorisations and corporate approvals, including (i) the prior approval by the European Central Bank (acting through the Single Supervisory Mechanism with the Bank of Greece) under Article 16 of the Greek Law 2515/1997 in conjunction with Articles 4 and 6 of the Regulation (EU) 1024/2013, which was obtained on 30 May 2025; (ii) the approval of the Ministry of Development, as well as (iii) all necessary corporate approvals including those by the Extraordinary General Meeting of the Absorbed Entity which is expected to be held on 23 June 2025 and the Extraordinary General Meeting of the Absorbing Entity held on 12 June 2025.

The managements of the Merging Entities settled on the decision to proceed with the procedure of the Reverse Merger by taking into account, on the one hand, the strategic goals, and on the other hand, the prospects of this specific Reverse Merger by way of which

the Absorbing Entity, as a single entity licensed to provide banking services will be, following the completion of the Reverse Merger, the head of the group of companies of the Absorbed Entity thus achieving:

- simplification of the corporate, organisational and capital structure of the group, aiming at the improvement and the rationalisation of the organisation of its operation;
- saving operational cost by achieving economies of scale on the operational and management expenses of the Merging Entities; and
- the consolidation of the Merging Entities which are supervised entities, in a single legal entity therefore resulting in the simplification and the limitation of procedures and requirements for the fulfilment of the obligations which derive from the applicable supervisory legislation.

With respect to the share capital, the following are noted:

Upon completion of the Reverse Merger, the share capital of the Absorbed Entity shall be contributed to Alpha Bank according to paragraph 5 of Article 16 of Greek Law 2515/1997. Pursuant to paragraph 5 (b) of Article 18 of Law 4601/2019 where the Absorbed Entity holds shares issued by itself (treasury shares), such shares shall not be exchanged with new shares in Alpha Bank and shall be cancelled due to the Reverse Merger, while the share capital of Alpha Bank shall not be increased (it decreases) by the corresponding amount.

Accordingly, due to the Reverse Merger, the share capital of Alpha Bank shall be increased by an amount of €671,385,970.44 (Share capital of the Absorbed Entity before the Reverse Merger: €682,565,679.24 – (minus) Share capital amount corresponding to the treasury shares of the Absorbed Entity at the time of the Reverse Merger: €11,179,708.80), divided into 2,315,124,036 common, registered, voting shares with a nominal value of €0.29 each. Furthermore, at the completion of the Reverse Merger, the shares of Alpha Bank, which currently belong in their entirety (100%) to the Absorbed Entity, namely 51,979,992,461 common, registered, voting shares with a nominal value of €0.09 each, representing the entire share capital of €4,678,199,321.49 of Alpha Bank, shall be transferred, as a result of the Reverse Merger and by way of universal succession to Alpha Bank and, therefore become treasury shares of Alpha Bank according to paragraph 4 (b) of Article 49 of Law 4548/2018 and shall be simultaneously cancelled pursuant to the resolution of the Extraordinary General Meeting of the Absorbing Entity.

Accordingly, at the time of the completion of the Reverse Merger, the share capital of Alpha Bank shall be decreased, pursuant to Article 49 par. 6 of Law 4548/2018, by an amount of €4,678,199,321.49, with cancellation of the entire number of 51,979,992,461 treasury shares of Alpha Bank with a nominal value of €0.09 each.

Upon the completion of the Reverse Merger, the share capital of Alpha Bank will amount to €671,385,970.44, divided into 2,315,124,036 common, registered, dematerialised, voting shares with a nominal value of €0.29 each.

Expected Timetable

Set out below is the expected indicative timetable for the listing of the shares and the commencement of trading of the New Shares of the Bank on the Regulated Market of the ATHEX:

Date	Event
12 June 2025	Approval of the Reverse Merger by the Extraordinary General Meeting of the Absorbing Entity
13 June 2025	Approval of preliminary fulfilment of listing requirements by ATHEX in relation to the Initial Shares.

Date	Event
16 June 2025	Prospectus approval by the HCMC. Public announcement relating to the availability of the Prospectus in Greece on the website of Alpha Bank, Alpha Finance and ATHEX. Publication of the approved Prospectus on Alpha Bank's, Alpha Finance's and ATHEX's websites.
on or around 17 June 2025	Approval of the listing of the Initial Shares on ATHEX (without commencement of trading). Public announcement of the Listing on ATHEX (without commencement of trading).
23 June 2025	Extraordinary General Meetings of the Absorbed Entity resolving on the approval of the Reverse Merger. Public announcement regarding the last trading day of the shares of Alpha Holdings, the expected date of completion of the Reverse Merger, the delisting of Alpha Holdings and the cancellation of Alpha Bank's treasury shares.
24 June 2025	Execution of the Reverse Merger Notarial Deed. Application to the Greek General Commercial Registry for the registration of the Reverse Merger Notarial Deed. Last trading day of Alpha Holdings' shares on ATHEX.
26 June 2025	Reference date for the determination of the beneficiaries of the New Shares of Alpha Bank.
on or around 27 June 2025	Registration of the Reverse Merger Notarial Deed and publication of the Announcement of the Ministry of Development's approval of the Reverse Merger. Delisting of Alpha Holdings. Approval of the listing and admission to trading of the New Shares by ATHEX. Crediting of the New Shares to the DSS Securities Accounts of the beneficiaries of the New Shares. Announcement concerning Trading Date and starting price.
on or around 30 June 2025	Trading Date of the New Shares on ATHEX.

The above timetable is indicative and subject to change, in which case Alpha Bank shall duly and timely inform the shareholders pursuant to a public announcement.

The Prospectus has been approved by the BoD of the Hellenic Capital Market Commission on 16.06.2025 only in connection with the information furnished to investors, as required under the Regulation (EU) 2017/1129, Delegated Regulations (EU) 2019/979 and (EE) 2019/980, Law 4706/2020 and Regulation (EU) 2021/528, as in force and is available to investors, pursuant to article 21 par. 2 of Regulation (EU) 2017/1129, as of 16.06.2025, in electronic form, on the following websites:

- ATHEX: <https://www.athexgroup.gr/el/raise-capital/list/how-to/new-listed-issuers>,
- The Bank: www.alpha.gr/el/omilos/enimerosi-ependuton/enimerotiko-deltio-eisagogis/enimerotiko-deltio, and
- The Listing Advisor, Alpha Finance: <https://www.alphafinance.gr/el/pages/enimerotika-deltia>.

According to Article 21(5) of Regulation (EU) 2017/1129, the Hellenic Capital Market Commission publishes on its website ([http://www.hcmc.gr/el GR/web/portal/elib/deltia](http://www.hcmc.gr/el_GR/web/portal/elib/deltia)) all the approved prospectuses.

In addition, at Alpha Bank's initiative, the Prospectus will be available to investors free of charge in printed form, upon request, at the Alpha Bank's offices (at 40 Stadiou Street, GR-

105 64, Athens, Greece) and the offices of Alpha Finance (at Panepistimiou 45, GR-105 64, Athens, Greece).

Investors who wish to receive further information and clarifications concerning the Prospectus, may contact during business days and hours the offices of the Bank at Athens, 40 Stadiou Street, GR-105 64 (responsible person, Mr. Kepaptsoglou, phone number +30 210 3262270)

Athens, 16.06.2025

ALPHA BANK S.A.

This announcement is not intended and does not constitute an offer to sell, or a solicitation of an offer to acquire any securities in Greece within the meaning of Art. 2(1)(d) of the Regulation (EU) 1129/2017 and Article 58 of law 4706/2020, or outside Greece. This announcement is not intended and does not constitute an advertisement in Greece within the meaning of Article 2(k) of Regulation (EU) 1129/2017 and Article 63 of law 4706/2020, or outside Greece and is not a prospectus for the purposes of Regulation (EU) 1129/2017. Therefore, investors should not purchase any securities referred to in this announcement except on the basis of information included in the Prospectus published by Alpha Bank in connection with the admission to trading and listing of all its shares on ATHEX in the context of the Reverse Merger.